

ELECTRONICALLY FILED
MAY 26, 2006

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9 [Proposed] Counsel for the Official Committee Of
 Equity Security Holders Of USA Capital First Trust
 10 Deed Fund, LLC

11 **UNITED STATES BANKRUPTCY COURT**
 12 **DISTRICT OF NEVADA**

13 In re:	)	BK-S-06-10725-LBR
14 USA COMMERCIAL MORTGAGE COMPANY,	)	Chapter 11
15 Debtor.)	
16 In re:	)	BK-S-06-10726-LBR
17 USA CAPITAL REALTY ADVISORS, LLC,	)	Chapter 11
18 Debtor.)	
19 In re:	)	BK-S-06-10727-LBR
20 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,	)	Chapter 11
21 Debtor.)	
22 In re:	)	BK-S-06-10728-LBR
23 USA CAPITAL FIRST TRUST DEED FUND, LLC,	)	Chapter 11
24 Debtor.)	
25 In re:	)	BK-S-06-10729-LBR
26 USA SECURITIES, LLC,	)	Chapter 11
27 Debtor.)	
28 Affects)	
<input checked="" type="checkbox"/> All Debtors	)	Date: June 5, 2006
<input type="checkbox"/> USA Commercial Mortgage Co.	)	Time: 9:30 a.m.
<input type="checkbox"/> USA Securities, LLC	)	Place: Courtroom #2
<input type="checkbox"/> USA Capital Realty Advisors, LLC)	
<input type="checkbox"/> USA Capital Diversified Trust Deed)	
<input type="checkbox"/> USA First Trust Deed Fund, LLC)	

27 **AMENDMENT TO THE APPLICATION BY THE OFFICIAL INVESTOR**
 28 **COMMITTEES TO EMPLOY STUTMAN, TREISTER & GLATT, P.C. AS COUNSEL**
FOR ALL MATTERS OF COMMON INTEREST (APPLIES TO ALL DEBTORS)

TO THE HONORABLE LINDA B. RIEGLE, UNITED STATES BANKRUPTCY JUDGE:

The Official Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC (the "First Trust Deed Committee") appointed in the above-captioned bankruptcy cases (the "Chapter 11 Cases"), hereby files this Amendment to the "Application By The Official Investor Committees To Employ Stutman, Treister & Glatt, P.C. As Counsel For All Matters Of Common Interest" (the "Employment Application") and respectfully states as follows:

At the time of filing the Employment Application, the First Trust Deed Committee, along with the Official Committee of Equity Security Holders of USA Capital Diversified Trust Deed Fund, LLC (the "Diversified Trust Deed Committee") and the Official Committee of Holders Of Executory Contract Rights Through USA Commercial Mortgage Company (the "Direct Lender Committee" and, collectively with the First Trust Deed Committee and Diversified Trust Deed Committee, the "Investor Committees"), had agreed, subject to Court approval, to engage Stutman, Treister & Glatt Professional Corporation ("ST&G") as special bankruptcy counsel to the Investor Committees for all matters of common interest. Thereafter, the Direct Investor Committee informed the First Trust Deed Committee and Diversified Trust Deed Committee that it did not want to continue with this joint representation in light of potential conflicts and formally terminated its retention of ST&G in writing.

Pursuant to paragraph 10 of the Employment Application, the Investor Committees agreed that, if the retention of ST&G by all three Investor Committees were not approved, the First Trust Deed Committee would then seek to employ ST&G as its special bankruptcy counsel and Shea & Carlyon as its local bankruptcy counsel to represent its own interests in matters in these Chapter 11 Cases. Accordingly, based on the fact that the Direct Lender Committee is no longer interested in pursuing joint representation, the First Trust Deed Committee hereby seeks to retain ST&G as its special bankruptcy counsel as described in the Employment Application.

1 **WHEREFORE**, the First Trust Deed Committee hereby requests that the Court
2 enter an order authorizing the First Trust Deed Committee to employ Jeffrey H. Davidson, Frank
3 A. Merola, Eve H. Karasik, and Christine M. Pajak, and other members, associates and attorneys
4 of counsel of Stutman, Treister & Glatt Professional Corporation as their special bankruptcy
5 counsel, *nunc pro tunc* as of May 10, 2006 to represent them with compensation that is at the
6 expense of the USA Capital First Trust Deed Fund, LLC estate to be in such amount as the Court
7 may hereafter allow.

8
9 Respectfully submitted this 26th day of May, 2006.

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11 _____
12 /s/ Eve H. Karasik

13 JEFFREY H. DAVIDSON (CA State Bar No. 73980),
14 FRANK A. MEROLA (CA State Bar No. 136934), and
15 EVE H. KARASIK (CA State Bar No. 155356), Members of
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20 and

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26 [PROPOSED] COUNSEL FOR THE
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28 OF USA CAPITAL FIRST TRUST DEED FUND, LLC